

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. **16168-FFF** FILED 1994

RECORDATION NO. **16168-EEE** FILED 1994

VIA AIR COURIER

AUG 1 - 1994 -10 05 AM

AUG 1 - 1994 -10 05 AM

July 29, 1994

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RE: Security Agreement dated as of January 17, 1989 ("**Security Agreement**") between Helm Financial Corporation ("**Helm**") and The First National Bank of Boston ("**Agent**")

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following documents:

1. Four (4) fully executed originals of the Partial Termination of Security Agreement dated June 24, 1994 ("**Partial Termination**") by The First National Bank of Boston, a national banking association, for the benefit of Helm Financial Corporation.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Name and Address of Agent: The First National Bank of Boston
100 Federal Street
Boston, Massachusetts 02110

Equipment: Four (4) GP10 locomotives (See Exhibit A for Unit Numbers)

Previous ICC Filing: Security Agreement filed on January 18, 1989 under Recordation No. 16168

2. Four (4) fully executed originals of the Partial Termination of Security Agreement dated June 24, 1994 ("**Partial**")

Ms. Mildred Lee
Interstate Commerce Commission
July 29, 1994
Page 2

Termination") by The First National Bank of Boston, a national banking association, for the benefit of Helm Financial Corporation.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Name and Address of Agent: The First National Bank of Boston
100 Federal Street
Boston, Massachusetts 02110

Equipment: One (1) SW1200 locomotive (See Exhibit A for Unit Number)

Previous ICC Filing: Security Agreement filed on January 18, 1989 under Recordation No. 16168

Please file the Partial Termination under the next available recordation number and return three (3) each of the endorsed originals to my attention. The filing fee of thirty-six dollars (\$36.00) is included in the enclosed check number 18789 dated July 26, 1994.

Sincerely,

C. Mostaghim

Cecilia Mostaghim
Contracts Administrator

cm
Enclosures (8)

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

AUGUST 1, 1994

CECILIA MOSTAGHIM
HEIM FINANCIAL CORPORATION
ONE EMBARCADERO CENTER
SAN FRANCISCO CA 94111

Dear MS. MOSTAGHIM:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/1/94 at 10:05AM, and assigned recordation number(s). 16168-EEE, 16168-FFF and 18924.

Sincerely yours,

VERNON A. WILKINS
ACTING SECRETARY

Enclosure(s)

\$ 54.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Cecilia M. Stokes

PARTIAL TERMINATION OF
SECURITY AGREEMENT

AUG 1 - 1994 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of June 24, 1994, by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "**Banks**") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "**Agent**"), for the benefit of Helm Financial Corporation, a California corporation ("**Helm**").

1. **Recitals.** Helm owns four (4) GP10 locomotives bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "**Unit(s)**"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "**Collateral**"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "**Security Agreement**") and filed at the Interstate Commerce Commission ("**ICC**") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF
BOSTON, as Agent

By: 

Title: VP

ML

COMMONWEALTH OF MASSACHUSETTS)
) §
COUNTY OF SUFFOLK)

On this 19 day of July, before me, personally appeared Dexter Freeman to me personally know, who being by me duly sworn, says that he is a Vice President of **The First National Bank of Boston**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

My Commission Expires:

LORI B. LANGER
Notary Public
My Commission Expires Feb. 24, 2000

EXHIBIT A

Description of Equipment:

Four (4), GP10, Diesel Electric Locomotives.

Unit Numbers:

IAIS 404
414
430
473